

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-1  
REGISTRATION STATEMENT  
Under  
The Securities Act of 1933

Radio One, Inc.  
(Exact name of Registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	52-1166660 (I.R.S. Employer Identification No.)	4832 (Primary Standard Industry Classification Number)
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5900 Princess Garden Parkway, 8th Floor  
Lanham, MD 20706  
Telephone: (301) 306-1111  
(Address, including zip code, and telephone number, including area code, of  
registrant's principal executive offices)

ALFRED C. LIGGINS, III  
Chief Executive Officer and President  
Radio One, Inc.  
5900 Princess Garden Parkway, 8th Floor  
Lanham, MD 20706  
Telephone: (301) 306-1111  
(Name, address, including zip code, and telephone number, including area code,  
of agent for service)

With copies to:

RICHARD L. PERKAL, ESQ. Kirkland & Ellis 655 Fifteenth Street, N.W. Washington, D.C. 20005 Telephone: (202) 879-5000	ANTOINETTE COOK BUSH, ESQ. STEPHEN W. HAMILTON, ESQ. Skadden, Arps, Slate, Meagher & Flom LLP 1440 New York Avenue, N.W. Washington, D.C. 20005 Telephone: (202) 371-7000
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Approximate date of commencement of the proposed sale to the public: As soon  
as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a  
delayed or continuous basis pursuant to Rule 415 under the Securities Act of  
1933 (the "Securities Act"), check the following box. ☐

If this Form is filed to register additional securities for an offering  
pursuant to Rule 462(b) under the Securities Act, please check the following  
box and list the Securities Act Registration Statement number of the earlier  
effective Registration Statement for the same offering. ☒ File No 333-89607

If this Form is a post-effective amendment filed pursuant to Rule 462(c)  
under the Securities Act, check the following box and list the Securities Act  
Registration Statement number of the earlier effective Registration Statement  
for the same offering. ☐

If delivery of the prospectus is expected to be made pursuant to Rule 434,  
please check the following box. ☐

CALCULATION OF REGISTRATION FEE

Title of each Class of	Amount to be	Proposed maximum offering price	Proposed maximum aggregate offering	Amount of registration
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Securities to be Registered	registered(/1/)	per share(/2/)	price(/3/)	fee(/4/)
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Class A Common Stock, par value				
\$0.001 per share.....	770,000 Shares	\$59.25	\$45,622,500	\$12,684
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(1) Includes 70,000 shares that the underwriters have the option to purchase from the Company to cover over-allotments, if any.

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THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE COMMISSION IN ACCORDANCE WITH RULE 462(B) UNDER THE SECURITIES ACT OF 1933.

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## EXPLANATORY NOTE

This Registration Statement is being filed by Radio One, Inc. (the "Company") pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and includes the Registration Statement facing page, this page, the signature pages, an exhibit index, an opinion of counsel regarding the legality of the Class A common stock being offered hereby and a related consent, and accountants' consents. The Company hereby incorporates by reference into this Registration Statement on Form S-1 in its entirety the Registration Statement on Form S-1 (File No. 333-89607), as amended (including the exhibits thereto), declared effective on November 10, 1999 by the Securities and Exchange Commission (the "Commission").

## CERTIFICATION

The Company hereby certifies to the Commission that (i) it has instructed its bank to transmit to the Commission the filing fees set forth on the cover page of this Registration Statement by a wire transfer of such amounts to the Commission's account at Mellon Bank as soon as practicable (but no later than the close of business on November 15, 1999), (ii) it will not revoke such instructions, (iii) it has sufficient funds in the relevant account to cover the amount of such filing fees and (iv) it will confirm receipt of such instructions by its bank during regular business hours on November 15.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Lanham, Maryland on November 12, 1999.

RADIO ONE, INC.

By: /s/ ALFRED C. LIGGINS, III

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Name: Alfred C. Liggins, III

Title: President and Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Radio One, Inc., hereby severally constitute and appoint Alfred C. Liggins, III and Scott R. Royster and each of them singly, our true and lawful attorneys, with full power to them and each of them singly, to sign for us in our names in the capacities indicated below, all pre-effective and post-effective amendments to this Registration Statement (or any other registration on statement for the same offering that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act), and generally to do all things in our names and on our behalf in such capacities to enable Radio One, Inc. to comply with the provisions of the Securities Act, as amended, and all requirements of the SEC.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed on behalf of the following persons by Scott R. Royster, their true and lawful attorney, on the date indicated.

Radio One, Inc.

Signature -----	Title(s) -----	Date ----
/s/ Catherine L. Hughes _____ Catherine L. Hughes	Chairperson of the Board of Directors	November 12, 1999
/s/ Terry L. Jones _____ Terry L. Jones	Director	November 12, 1999
/s/ Brian W. McNeill _____ Brian W. McNeill	Director	November 12, 1999
/s/ Larry D. Marcus _____ Larry D. Marcus	Director	November 12, 1999
/s/ Alfred C. Liggins, III _____ Alfred C. Liggins, III	President and Chief Executive Officer (Principal Executive Officer) and Director	November 12, 1999
/s/ Scott R. Royster _____ Scott R. Royster	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	November 12, 1999

## EXHIBIT INDEX

Exhibit No. -----	Description -----
5.1	Form of Opinion and Consent of Kirkland & Ellis.
23.1	Consent of Arthur Andersen, L.L.P.
23.2	Consent of Mitchell & Titus, L.L.P.
23.3	Consent of Kirkland & Ellis (included in Exhibit 5.1).

November 12, 1999

Radio One, Inc.  
5900 Princess Garden Parkway  
8th Floor  
Lanham, Maryland 20706

Re: Shares of Common Stock, \$.001 par value  
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Dear Ladies and Gentlemen:

We are acting as counsel to Radio One, Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), of a Registration Statement on Form S-1, File No. [ ] (the "Registration Statement") pertaining to the registration of a proposed offering by the Company of up to 700,000 shares of the Company's Common Stock, \$.001 par value per share, and 70,000 shares of the Company's Common Stock, \$.001 par value per share, pursuant to which the Company has granted the underwriters an option to purchase, solely to cover over-allotments, if any. Shares to be newly issued and sold by the Company in the proposed offering shall hereinafter be referred to as the "New Shares", and the New Shares, together with the existing shares of the Company's Common Stock, \$.001 par value per share, shall hereinafter be referred to as the "Common Stock".

We have examined originals, or copies certified or otherwise identified to our satisfaction, of such documents, corporate records and other instruments as we have deemed necessary for the purposes of this opinion, including the following: (i) Amended and Restated Certificate of Incorporation and the Amended and Restated Bylaws of the Company, each as amended to the date hereof; and (ii) certain resolutions adopted by the Board of Directors of the Company. In addition, we have made such other and further investigations as we have deemed necessary to enable us to express the opinions hereinafter set forth.

Based upon the foregoing and having regard to legal considerations that we deem relevant, and subject to the comments and qualifications set forth below, it is our opinion that the Common Stock has been duly authorized and when the New Shares have been duly executed and delivered by authorized officers of the Company and issued upon receipt of the consideration to be paid therefor (all in conformity with the Board of Directors' resolutions examined by us), the Common Stock will be duly and validly issued, fully paid and non-assessable.

For purposes of this opinion, we have with your permission made the following assumptions, in each case without independent verification: (i) the authenticity of all documents submitted to us as originals, (ii) the conformity to the originals of all documents submitted to us as copies, (iii) the authenticity of the originals of all documents submitted to us as copies, (iv) the genuineness of the signatures of persons signing all documents in connection with which this opinion is rendered, (v) the authority of such persons signing all documents on behalf of the parties thereto and (vi) the due authorization, execution and delivery of all documents by the parties thereto.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to this firm under the section entitled "Legal Matters" in the prospectus included in the Registration Statement. In giving such consent, we do not thereby concede that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations promulgated thereunder.

We do not find it necessary for purposes of this opinion to cover, and accordingly we do not purport to cover herein, the application of the securities or "Blue Sky" laws of the various states to the offering and sale of the Common Stock. This opinion shall be limited to the laws of the State of Delaware. This opinion is furnished to you in connection with the filing of the Registration Statement and is not to be used, circulated, quoted or otherwise relied upon for any other purpose.

Very truly yours,

/s/ Kirland & Ellis

KIRKLAND & ELLIS

Consent of the Independent Public Accountants

As independent public accountants, we hereby consent to the use of our reports and to all references to our Firm included in or made a part of this registration statement.

/s/ Arthur Andersen L.L.P.

November 12, 1999



Consent of Independent Accountants

We consent to the inclusion in this registration statement on Form S-1 of our report dated March 25, 1998 on our audit of the financial statements of ALLUR-DETROIT, INC. We also consent to the reference to our firm under the caption "Experts".

By: /s/ Mitchell & Titus, L.L.P.

Mitchell & Titus, L.L.P.  
Washington, DC  
November 12, 1999